

**Attachment No. 1 to Resolution No. 2 of the Ordinary General Meeting of Nextbike Polska S.A.
in restructuring of 30 June 2022**

**"RULES OF PROCEDURE OF THE GENERAL MEETING OF SHAREHOLDERS OF
NEXTBIKE POLSKA S.A. IN RESTRUCTURING"**

I. GENERAL

§1.

1. The hereby Terms of Service specify the rules for convening and conducting the General Meeting of Nextbike Polska S.A. in restructuring ("**Company**") ("**General Meeting**").
2. The General Meeting is held as the Annual General Meeting or the Extraordinary General Meeting on the terms set out in these Rules and Regulations and in accordance with the provisions of the Commercial Companies Code of 15 September 2000 (the "**CCC**") and the Company's Articles of Association (the "**Articles of Association**").
3. These Rules and Regulations set out the rules for conducting deliberations and adopting resolutions by each General Meeting.
4. Participants of each General Meeting are obliged to comply with the provisions of these Regulations.
5. A shareholder within the meaning of these Rules and Regulations is also a representative of a shareholder – a legal person or a proxy representing a shareholder at a given General Meeting, unless the context clearly indicates otherwise.

II. CONVENING AND ORGANIZING GENERAL MEETINGS

§2.

1. The General Meeting is convened in accordance with the applicable provisions of law, including the applicable provisions of the Commercial Companies Code, the provisions of the Articles of Association and these Regulations.
2. From the date of convening the General Meeting, the Company publishes on its website at least the information specified in Article 402³ of the Commercial Companies Code.
3. The Company makes available the full text of the documentation to be presented to the General Meeting and draft resolutions, or, if no resolutions are to be adopted, the comments of the Company's Management Board (the "**Management Board**") or the Company's Supervisory Board (the "**Supervisory Board**") regarding the matters included in the agenda of the General Meeting or the matters to be included in the agenda before the date of the General Meeting, in the manner specified in the notice of the General Meeting 402³ of the Commercial Companies Code shall be published on the Company's website from the date of convening the General Meeting.

4. A shareholder or Shareholders of the Company representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company, in writing or by means of electronic communication (to the e-mail address: biuro@nextbike.pl) draft resolutions concerning matters included in the agenda of the General Meeting or matters to be included in the agenda.
5. The General Meeting is held at the Company's registered office.
6. The General Meeting may be dismissed only due to force majeure or obvious lack of purpose in the manner provided for its convening.
7. The date of the General Meeting shall be changed in accordance with the procedure provided for its convening, also if the proposed agenda does not change. Reconvening the General Meeting requires compliance with the procedure provided for convening General Meetings.

III. RIGHT TO PARTICIPATE IN THE GENERAL MEETING

§3.

1. The list of Shareholders entitled to participate in a given General Meeting should be displayed at the Company's registered office for 3 (in words: three) working days prior to the holding of such a General Meeting.

§4.

1. A shareholder may participate in the General Meeting and exercise the right to vote in person or by proxy. In particular, the Shareholder's proxy may be an intermediary referred to in Article 68i(1)(1) of the Act of 29 July 2005 on Trading in Financial Instruments.
2. The proxy shall exercise all the rights of the Shareholder at the General Meeting, unless otherwise provided for in the power of attorney. The attorney-in-fact may grant a further power of attorney if it results from the content of the power of attorney.
3. A proxy may represent more than one shareholder and vote differently from each shareholder's shares. A shareholder of the Company holding shares registered in an omnibus account may appoint separate proxies to exercise the rights attached to the shares registered in this account. A shareholder of the Company holding shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to the shares registered in each of the accounts.
4. The participation of the Shareholder's proxy at the General Meeting requires proof of the right to act on behalf of the Shareholder in a proper manner. A legal representative of a natural person should present a document showing his/her right to represent the Shareholder. A representative of a legal person or an organizational unit without legal personality should present a valid excerpt from the relevant register, listing the persons authorized to represent the entity or an appropriate power of attorney.
5. All documents drawn up in a foreign language other than English, including official documents confirming the authorization of the Shareholder's representative, should be presented together with a translation into Polish made by a sworn translator.

6. A power of attorney to participate in the General Meeting and exercise voting rights should be granted in writing or in electronic form. The form containing the power of attorney template is included in the announcement of convening the General Meeting.
7. The Shareholder notifies the Company of granting a power of attorney in electronic form to participate in the General Meeting and its cancellation via e-mail to the address biuro@nextbike.pl.
8. The Company may take appropriate steps to identify the Shareholder and their proxy in order to verify the validity of the power of attorney granted in electronic form.

§5.

1. In addition to the participants of the General Meeting, members of the Management Board and the Supervisory Board may participate in the proceedings.
2. The General Meeting may also be attended by: (i) experts, advisors and statutory auditors auditing the financial statements

of the Company, in each case if the presence of such persons is deemed expedient by the Management Board or the Chairman,

- (ii) persons serving the General Meeting,
- (iii) representatives of the mass media,
- (iv) persons referred to in Article 370 § 3 and Article 395 § 3 sentence 2 of the CCC.

with the proviso that in the event of any of the Shareholders objecting to the presence of persons referred to in § 5 point 2 (iii), justified by the Company's interest, the Chairman may order them to leave the General Meeting room.

§6.

1. The competence of the General Meeting includes all matters related to the Company's operations, reserved in the Commercial Companies Code and the Articles of Association.

IV. OPENING OF THE GENERAL MEETING

§7.

1. The General Meeting is opened by the Chairman of the Supervisory Board or a person designated by him. In the event that the Chairman of the Supervisory Board is not present at the General Meeting or does not indicate a person to open it, the General Meeting will be opened by the President of the Management Board or a person designated by him, and in the absence of these persons, by the Shareholder or a person representing the Shareholder holding the highest percentage of shares in the Company's share capital present at the General Meeting.
2. The General Meeting elects the Chairman of the Meeting from among the persons entitled to participate in the General Meeting.

§8.

1. The person opening the General Meeting should immediately elect the Chairman, refraining from other substantive and formal decisions, with the exception of order decisions necessary to commence the meeting.
2. All other matters, including the determination of the correctness of convening the General Meeting and other motions of a procedural nature, may be considered only after the election of the Chairman.

V. CHAIRMAN

§9.

1. Each participant of the General Meeting has the right to propose one candidate to perform the function of the Chairman. Persons whose candidacies will be entered on the list of candidates for the position of Chairman, provided that they agree to stand as candidates.
2. The list of candidates is drawn up by the opening of the General Meeting.
3. The General Meeting elects the Chairman in a secret ballot, casting a vote for each of the proposed candidates in alphabetical order. The person who obtained a simple majority of votes in the vote shall be elected Chairperson.
4. If only one candidate has been submitted for the position of Chairman of the General Meeting, the election shall be deemed to have been made if none of the participants of the General Meeting objects to the appointment of a candidate for the Chairman of the General Meeting. In the event of an objection, the General Meeting elects the Chairman in a secret ballot.
5. The Person Who Opens the General Meeting supervises the proper course of voting, announces who has been elected Chairman and delegates the management of the proceedings to this person.

§10.

1. The Chairman directs the course of the General Meeting in accordance with the adopted agenda, the law, the Articles of Association and these Regulations. It ensures the smooth conduct of the General Meeting and respect for the rights and interests of all Shareholders.
2. The Chairperson's powers include, in particular:
 - (i) supervising compliance with regulations, including the provisions of the Rules and Regulations, by the participants of the General Meeting and, if necessary, making appropriate order decisions in this respect,
 - (ii) opening discussions on particular items on the agenda, giving the floor, (iii) taking the floor in the case of speeches exceeding the established time limit for speeches or replies, or on topics not included in the agenda, or containing offensive content,
 - (iv) closing the discussion on individual items on the agenda,
 - (v) closing the list referred to in § 22 point 4,

- (vi) determining – on the basis of the adopted motions – the content of the proposed resolutions of the General Meeting and, if necessary, participating in the drafting of the motions put to the vote,
 - (vii) managing the votes, ensuring that they are conducted correctly, signing all documents containing the results of the vote and announcing the results of the votes,
 - (viii) issuing order orders in force in the meeting room,
 - (ix) resolving procedural doubts and clarifying – if necessary on the basis of legal opinions obtained – legal and regulatory issues,
 - (x) stating that the agenda has been exhausted and closing the General Meeting,
 - (xi) directing the work of committees, if appointed;
 - (xii) consent to the recording of the General Meeting with the use of audio and video recording devices,
 - (xiii) making other decisions of a procedural nature.
3. The Chairman may independently order breaks in the meeting other than breaks ordered by the General Meeting pursuant to Article 408 § 2 of the CCC. Breaks should be managed by the Chairman in such a way that the General Meeting can be completed on the day it begins.
 4. The Chairman may discuss the motion and adopt a resolution to convene the Extraordinary General Meeting and other matters of order, which include, but are not limited to:
 - (i) admitting persons referred to in § 5 point 2 (i) – (iii) to the meeting room,
 - (ii) submission of a motion to change the order of consideration of matters provided for in the agenda,
 - (iii) election of committees provided for in the Rules of Procedure.
 5. The Chairperson may be assisted by the persons referred to in § 5 point 2 (i)-(iii).
 6. In order to efficiently perform the tasks, the Chairman may appoint a person from among the participants of the General Meeting or other persons participating in it, who will act as a secretary whose task will be to perform auxiliary activities entrusted by the Chairman. The appointment of the secretary does not require the adoption of a resolution by the General Meeting.

VI. ATTENDANCE LIST

- §11.**
1. Immediately after the election, the Chairperson shall check and sign the attendance list containing the list of participants of the General Meeting, specifying the number of shares held by each of them and the number of votes to which they are entitled.
 2. Any change in the attendance list shall be confirmed by the Chairperson by re-signing it.

§12.

1. When drawing up the attendance list, you should:
 - (i) check whether the Shareholder is entitled to participate in the General Meeting,
 - (ii) verify the identity of the Shareholder or his/her representative on the basis of an identity card, passport or other reliable document,
 - (iii) verify the correctness of the power of attorney, including the power of attorney granted in electronic form or other authorization to represent the Shareholder at the General Meeting, and it is presumed that written documents confirming the right to represent the Shareholder at the General Meeting or, as the case may be, evidence of granting the power of attorney in electronic form, are lawful and – subject to § 4 point 5 – do not require confirmation, unless their authenticity or validity raises doubts of the Management Board or the Chairperson,
 - (iv) obtain the signature of the Shareholder or his representative on the attendance list,
 - (v) issue a voting document to the Shareholder or his representative.
2. The attendance list is laid out throughout the duration of the General Meeting until its closing. Persons preparing the attendance list are obliged to make any changes in the number of persons and the number of represented shares on it before each vote.
3. After signing the attendance list, the Chairman confirms the ability of the General Meeting to adopt resolutions and presents the agenda.
4. The Chairman may order the election of a returning committee.

§13.

1. Appeals regarding the right to participate in the General Meeting shall be addressed to the Chairman.

VII. RETURNING COMMITTEE

§14.

1. The General Meeting may elect a returning committee consisting of three members.
2. The election of the returning committee is made by secret ballot. The General Meeting may adopt a resolution to waive the secrecy of voting.
3. The members of the returning committee may elect a chairman and a secretary from among their members.
4. The duties of the returning committee include:
 - (i) supervising the proper course of voting,
 - (ii) determining the results of the votes and announcing them to the President for publication;

- (iii) performing other activities as requested by the Chairperson in connection with the conduct of votes.
- 5. In the event of any irregularities in the conduct of voting, the Returning Committee is obliged to immediately notify the Chairman of the events and at the same time submit motions as to further proceedings.
- 6. Documents containing the results of each vote are signed by all members of the returning committee and the Chairman.
- 7. The Returning Committee may use the assistance of experts, in particular consultants and advisors of the Company.

VIII. CONSIDERATION OF THE AGENDA

§15.

1. After signing the attendance list, the President puts the agenda to the vote.
2. The General Meeting may adopt the proposed agenda without changes or change the order of consideration of matters included in the announced agenda. It may also adopt a resolution to remove individual items from the agenda. A resolution to remove a specific item from the agenda placed on the agenda at the request of the Shareholders may be adopted only with their consent or at their request.
3. If the General Meeting adopts a resolution to remove any of its items from the agenda, the motions submitted in this matter shall not be run.

§16.

Draft resolutions presented to the participants of the General Meeting on matters included in the agenda should be justified orally or in writing by the Management Board. Resolutions on procedural and formal matters and resolutions that are typical resolutions adopted during the Annual General Meeting do not require justification.

§17.

1. Voting on draft resolutions on matters included in the agenda of the General Meeting takes place after discussion. The President shall decide whether to close the discussion.
2. The President shall give the floor in accordance with the agenda adopted and the list of speakers drawn up by the President.
3. The Chair may propose that several items on the agenda be discussed together.
4. In matters of order or order, the President may give the floor out of turn. Procedural matters are motions concerning the deliberations, in particular: relating to the agenda, the manner in which the meeting is conducted, the management of adjournments, the limitation of the time of speeches, the order of voting motions, the order of voting without discussion, the adjournment or closure of the discussion or the electoral list. 5. The Chairman may also give the floor out of turn to the Chairman of the Supervisory Board, members of the Supervisory Board, President of the Management Board and members of the Management Board, as well as invited experts.

§18.

1. In the event that a participant of the General Meeting:
 - (i) exceeds a reasonable timeframe in accordance with the President's assessment, or exceeds the established speaking time limit, or
 - (ii) expresses his opinion on topics not on the agenda, or
 - (iii) contains offensive content in its statement,The Chairman admonishes the participant of the General Meeting, and if the participant does not comply with the warning, the Chairman may take away the floor.
2. The President may decide to expel from the Chamber a person who disturbs the peace and order.
3. When the agenda is exhausted, the Chairman closes the General Meeting.

IX. RULES FOR SUBMITTING APPLICATIONS

§19.

1. Participants of the General Meeting may submit substantive motions concerning matters included in the agenda, order motions and a motion to convene an Extraordinary General Meeting.
2. Substantive applications may concern:
 - (i) amendments to draft resolutions,
 - (ii) delete a specific item from the agenda,
 - (iii) changes in the order in which individual cases are examined;
 - (iv) appointing and dismissing members of the Supervisory Board.
3. The motions referred to in point 2 shall be submitted to the President in writing. They should be drawn up separately for each draft resolution or agenda item, indicate the name and surname or business name of the applicant and the number of votes represented by the applicant, and include a justification.
4. Order motions may be submitted orally to the Chairperson.

X. VOTING RULES

§20.

1. Resolutions of the General Meeting are adopted by voting.
2. Resolutions of the General Meeting are adopted by a simple majority of votes, unless the provisions of the Commercial Companies Code or the Articles of Association provide otherwise.

3. Voting shall take place in public. A secret ballot shall be ordered:
 - (i) at the elections,
 - (ii) motions for dismissal/appointment of members of the Company's governing bodies,
 - (iii) motions for dismissal of the Company's liquidators,
 - (iv) requests for liability of the persons referred to in points (ii) and (iii),
 - (v) in personal matters,
 - (vi) at the request of at least one of the participants of the General Meeting.
4. The right to request a secret ballot is not used to pass resolutions on public order matters.
5. The General Meeting may waive the secrecy of voting in matters concerning the election of committees appointed by it.
6. Voting shall be carried out using a computerised system for casting and counting votes in such a way as to count votes in favour of the motion, against the motion and abstentions. In the case of secret ballots, this system ensures that the identification of the voting method by individual Shareholders is eliminated.
7. Before proceeding to voting, the Chairman of the General Meeting or a representative of the company operating the computer system for casting and counting votes provides a short instruction on the technical aspects of voting. The instructions on the voting technique also include a reminder of the cases that will render the vote invalid.
8. In cases where, for technical reasons, it is not possible to conduct a vote using a computerized system for casting and counting votes, the Chairman of the General Meeting announces a break in the meeting or orders a vote to be held using the traditional method ("by show of hands"). In such a situation, the President first calls on those who voted in favour of the motion, then calls on those who voted against the motion, and finally on those who abstained. The number of votes "for", "against" and "abstentions" should be recorded in the minutes of the General Meeting.
9. The following votes will be invalid:
 - (i) participants of the General Meeting who cast mutually exclusive votes at the same motion or resolution, or
 - (ii) cast by a participant of the General Meeting during the election for a greater number of candidates than the number of seats to be filled

§21.

1. Draft resolutions proposed for adoption by the General Meeting are posted on the Company's website at www.nextbike.pl.
2. Before voting, the Chairman or a person designated by him reads out the draft resolution to be voted on, and then asks the participants of the General Meeting whether they submit motions to amend the draft resolution.

3. In the case of motions to amend draft resolutions, these motions shall be put to the vote before the start of voting on the draft resolution, subject to the following paragraphs.
4. If more than one motion to amend a single draft resolution has been submitted, the Chairperson shall decide on the order of voting on each motion, taking into account the substantive scope of each of these motions, in accordance with the following rules:
 - (i) the motion to reject the draft resolution in its entirety, if any, is the first to be voted,
 - (ii) Then, motions to individual provisions of the draft resolution are voted on, with motions voted first, the acceptance or rejection of which determines the other motions submitted.
5. After the end of voting on motions to amend the draft resolution, the Chairman orders a vote on the draft resolution, taking into account the amendments adopted, if any.
6. The documents containing the results of the vote shall be signed by the President immediately after each vote.
7. The results of the vote shall be announced by the Chairman. After announcing the results of the vote, the Chairperson allows the participants of the General Meeting to submit, together with a brief justification, an objection to the minutes of the General Meeting drawn up by a notary public in the form of a notarial deed.
8. The General Meeting may amend or repeal its previously adopted resolution.
9. If the adoption of a resolution requires a specific quorum or a qualified majority of votes, the number of votes held by the current voters or what part of the share capital is represented is checked by calculating the number of votes cast in the vote.

XI. APPOINTMENT AND DISMISSAL OF THE SUPERVISORY BOARD

§22.

1. Each participant of the General Meeting may propose one or more candidates for members of the Supervisory Board.
2. When submitting a candidacy for a member of the Supervisory Board, a participant of the General Meeting should provide a detailed justification.
3. A candidate for a member of the Supervisory Board must submit a written statement that he/she agrees to stand as a candidate and that he/she has not been convicted of any offences referred to in Article 18 § 2 of the CCC.
4. The list of candidates for members of the Supervisory Board is drawn up in alphabetical order.

§23.

1. Votes on the dismissal and appointment of members of the Supervisory Board are held separately for each candidate, in alphabetical order.

2. The Supervisory Board is composed of candidates who have obtained the highest number of valid votes.

§24.

1. In the case of elections for members of the Supervisory Board, a participant of the General Meeting may vote as many times as there are seats to be filled in the Company's bodies for which elections are held.

§25. 1. In the event of a motion to elect members of the Supervisory Board by voting in separate groups, the election shall take place in accordance with the provisions of § 26 – § 30 of these Regulations.

§26.

1. The Chairman announces the number of shares represented at the General Meeting and then announces the number of shares entitling to the election of one member of the Supervisory Board.
2. The Chairman shall ask the participants of the General Meeting to form groups for voting in separate groups and shall determine the minimum number of shares needed to form one group.
3. Persons taking part in voting in one group do not participate in the election of members of the Supervisory Board by the other groups or participate in the voting provided for in § 30 of the Regulations.

§27.

1. A separate group of participants of the General Meeting holding at least the number of shares resulting from the distribution of the total number of shares represented at the General Meeting by the number of members of the Supervisory Board determined to be elected is entitled to elect one member of the Supervisory Board; fractional parts of shares are not taken into account. 2. A Group may elect more than one member of the Supervisory Board if it has an appropriate multiple of the number of shares entitling it to elect one member of the Supervisory Board.

§28. 1. A group of participants of the General Meeting is formed when the list of its members is drawn up and submitted to the Chairman. The list includes the designation of the Shareholders, the number of shares represented by each of them, the number of votes to which each of them is entitled and the signatures of all members of the group.

2. The Chairperson marks the groups with consecutive numbers or letters in the order in which the group is registered.
3. The Chairman, after collecting the lists from all groups participating in the election, determines the number of votes to which individual Shareholders are entitled in each group and states the right of each group to elect a certain number of members of the Supervisory Board.
4. After carrying out the activities referred to in point 3, the President shall order that elections be held in particular groups.

5. A resolution on the election of a member or members of the Supervisory Board by a given group is recorded by a notary.

§29.

1. Members of each group have the right to propose candidates for members of the Supervisory Board in their group.
2. Nominations for membership are submitted orally for the minutes in alphabetical order.

§30.

1. If the groups formed for the election of members of the Supervisory Board do not elect the Supervisory Board in the number determined by the General Meeting, then the seats not filled in this manner shall be filled by voting conducted by the participants of the General Meeting who did not participate in the election in separate groups.
2. The elections referred to in point 1 shall be conducted in accordance with the general rules.

XII. ADJOURNMENT OF THE GENERAL MEETING

§31.

1. If the General Meeting adjourns, in order to maintain the continuity of the General Meeting, it is not necessary to maintain the subjective identity of the participants of the General Meeting, in particular:
 - (i) after a break, another number of participants of the General Meeting may take part in the General Meeting, provided that they are on the list of Shareholders referred to in § 11 of these Regulations,
 - (ii) if the Chairperson elected before the adjournment is present, no re-election is made, in which case the same person shall preside,
 - (iii) in the case of representatives of the Shareholders – if they are other persons, a power of attorney document or other relevant document authorizing the Shareholder to represent the Shareholder in the General Meeting must be submitted. The provisions of § 4 of these Terms and Conditions shall apply accordingly.
2. Extending the agenda of the General Meeting in relation to the content of the announcement convening the General Meeting is inadmissible, unless the update of the agenda is in accordance with the Shareholder's request.
3. A resolution to adjourn the General Meeting does not require any additional announcement in the manner provided for convening the General Meeting.

§32.

1. If the General Meeting adjourns the meeting, the resolutions adopted before the adjournment shall be recorded, with the indication that the General Meeting has been adjourned.

2. After the resumption of the General Meeting, the resolutions adopted in this part of the meeting will be recorded in separate minutes, and if there are several adjournments – in separate minutes. After the resumption of the meeting, an updated attendance list of the participants of the General Meeting is prepared.
3. Each notarial report shall be accompanied by a list of attendance of the participants of the General Meeting who took part in a given part of the meeting.

XIII. MINUTES OF THE GENERAL MEETING

§33.

1. In addition to the notarial protocol, with the consent of the Chairman, the course of the General Meeting may be recorded with the use of audio and video recording devices.

XIV. FINAL PROVISIONS

§34.

1. These Rules and Regulations were adopted by the General Meeting convened on 30 June 2022 and will be applied starting from the next General Meeting.
2. In matters not covered by the Terms and Conditions, the relevant provisions of law shall apply.
3. In the event that any provision of these Terms and Conditions is found to be invalid or unenforceable, this shall not affect the validity or effectiveness of the remaining provisions
4. The Rules of Procedure of the General Meeting are made publicly available on the Company's website and at the Company's registered office.